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Proposed Co-Counsel for Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

GYMBOREE GROUP, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-30258 (KLP)
)
) (Jointly Administered)
)

**AGENDA FOR HEARING ON MOTIONS SCHEDULED
FOR FEBRUARY 15, 2019, AT 10:00 A.M. (PREVAILING EASTERN TIME)**

I. UNCONTESTED MATTERS

1. *“Cash Management Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Maintain Existing Bank Accounts, and (C) Perform Intercompany Transactions, (II) Granting a Waiver of (A) the Requirements of Section 345(B) of the Bankruptcy Code and (B) Certain of the U.S. Trustee’s Operating Guidelines, (III) Scheduling a Hearing to Consider Entry of a Final Order, and (IV) Granting Related Relief [Docket No. 10]*

Responses Received: None

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gymboree Group, Inc. (6587); Gymboree Intermediate Corporation (1473); Gymboree Holding Corporation (0315); Gymboree Wholesale, Inc. (6588); Gym-Mark, Inc. (6459); Gymboree Operations, Inc. (6463); Gymboree Distribution, Inc. (8669); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, LLC (6461); Gym-Card, LLC (5720); and Gymboree Island, LLC (1215). The Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

Related Documents:

- A. *Interim Order (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Maintain Existing Bank Accounts, and (C) Perform Intercompany Transactions, (II) Granting a Waiver of (A) the Requirements of Section 345(B) of the Bankruptcy Code and (B) Certain of the U.S. Trustee's Operating Guidelines, (III) Scheduling a Hearing to Consider Entry of a Final Order, and (IV) Granting Related Relief* [Docket No. 74]

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the Unsecured Creditors Committee and a Cash Management Bank. The Debtors will submit a revised proposed order to the Court.

2. "Wages Motion." *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 22]

Responses Received: None

Related Documents:

- A. *Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief* [Docket No. 85]

Status: This matter is going forward. The Debtors received informal comments from the Unsecured Creditors Committee, an insurance provider, and United States Trustee for the Eastern District of Virginia. The Debtors will submit a revised proposed order to the Court.

3. "Trading Motion." *Debtors' Motion for Entry of Interim and Final Orders (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock, and (II) Granting Related Relief* [Docket No. 21]

Responses Received: None

Related Documents:

- A. *Interim Order (A) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock, and (B) Granting Related Relief* [Docket No. 82]

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the Unsecured Creditors Committee. The Debtors will submit a revised proposed order to the Court.

4. “Taxes Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief [Docket No. 8]

Responses Received: None

Related Documents:

- A. Debtors’ Motion for Entry of an Interim Order (I) Authorizing the Payment of Certain Prepetition Postpetition Taxes and Fees and (II) Granting Related Relief [Docket No. 69]

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the Unsecured Creditors Committee. The Debtors will submit a revised proposed order to the Court.

5. “Shippers and Warehousemen Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of Shippers, Warehousemen and Contractors and Import/Export Charges, and (II) Granting Certain Related Relief [Docket No. 13]

Responses Received: None

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Pay Prepetition Claims of Shippers, Warehousemen and Contractors and Import/Export Charges, and (II) Granting Certain Related Relief [Docket No. 77]

Status: This matter is going forward on an uncontested basis.

6. “Insurance Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Them to (A) Continue and Renew Their Insurance Policies and Honor Obligations Thereunder, (B) Continue and Renew Their Prepetition Insurance Premium Financing Agreements, and (C) Continue Surety Bond Programs, and (II) Granting Related Relief [Docket No. 9]

Responses Received: None

Related Documents:

- A. *Interim Order (I) Authorizing the Debtors to (A) Continue and Renew Their Insurance Policies and Honor Obligations Thereunder, (B) Continue and Renew Their Prepetition Insurance Premium Financing Agreements, and (C) Continue Surety Bond Programs, and (II) Granting Related Relief* [Docket No. 67]

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the Unsecured Creditors Committee and an insurance provider. The Debtors will submit a revised proposed order to the Court.

7. “Critical Services Providers Motion.” *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Services Providers and (II) Granting Related Relief* [Docket No. 12]

Responses Received: None

Related Documents:

- A. *Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Services Providers and (II) Granting Related Relief* [Docket No. 79]

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the Unsecured Creditors Committee. The Debtors will submit a revised proposed order to the Court.

8. “Lease Rejection Motion.” *Debtors’ Motion for Entry of an Order Authorizing Expedited Procedures for Rejecting Unexpired Leases and Abandonment of Personal Property* [Docket No. 108]

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from Barclay Damon LLP, Ballard Spahr LLP, and the Unsecured Creditors Committee. The Debtors will submit a revised proposed order to the Court.

9. “Interim Compensation Motion.” *Debtors’ Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 178]

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the Unsecured Creditors Committee and the United States Trustee for the Eastern District of Virginia. The Debtors will submit a revised proposed order to the Court.

10. *“OCP Motion.” Debtors’ Motion for Entry of an Order Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business [Docket No. 179]*

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the United States Trustee for the Eastern District of Virginia. The Debtors will submit a revised proposed order to the Court.

11. *“Bar Date Motion.” Debtors’ Motion for Entry of an Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(B)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(B)(9) Requests, (IV) Approving Notice Of Bar Dates, And (V) Granting Related Relief [Docket No. 180]*

Responses Received: None

Related Documents: None

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the United States Trustee for the Eastern District of Virginia and an insurance provider. The Debtors will submit a revised proposed order to the Court.

II. CONTESTED MATTERS

1. “Utilities Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors’ Proposed Procedures for Resolving Additional Assurance Requests, and (IV) Granting Related Relief [Docket No. 7]

Responses Received:

- A. Objection of Certain Utility Companies to the Debtors’ Motion for Entry of Interim and Final Orders (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors’ Proposed Procedures for Resolving Additional Assurance Requests, and (IV) Granting Related Relief [Docket No. 182]

Related Documents:

- A. Interim Order (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors’ Proposed Procedures for Resolving Additional Assurance Requests, and (IV) Granting Related Relief [Docket No. 83]
- B. Debtors’ Reply to Objection of Certain Utility Companies to the Debtors’ Motion for Order Approving Proposed Adequate Assurance of Payment for Future Services and Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services [Docket No. 258]

Status: This matter is going forward. The Debtors also received informal comments from the Unsecured Creditors Committee. The Debtors are working to resolve the objections. The Debtors will submit a revised proposed order.

3. “DIP & Cash Collateral Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Them to Obtain Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 33]

Responses Received:

- A. *Limited Objection of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, to: (1) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing them to Obtain Postpetition Financing, (II) Authorizing the use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief and; (2) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 224]*
- B. *Limited Opposition to and Statement Regarding Any Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, and (VI) Granting Related Relief [Docket No. 240]*
- C. *Limited Objection and Reservation of Rights by Pan Pacific Co., Ltd. to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing them to Obtain Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 243]*
- D. *Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing them to Obtain Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 248]*

Related Documents:

- A. *“Doak Declaration.” Declaration of James Doak in Support of the Debtors' (I) Motion for Entry of Interim and Final Orders Authorizing them to Obtain Postpetition Financing and (II) Motion for Entry of Orders Approving Bidding Procedures [Docket No. 27]*

- B. *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 81]
- C. *Reply to Limited Objection of Deutsche Bank Trust Company Americas, Former Indenture Trustee for the 9.125% Senior Notes Due 2018, To the Debtors' Dip Financing Motion and Sale Motion* [Docket No. 257]
- D. *Debtors' Omnibus Reply to Objections of Certain Vendors and Landlords to the Debtors' Motion for Entry of Order (I) Authorizing Postpetition Financing and the Use of Cash Collateral, and (II) Granting Certain Related Relief* [Docket No. 260]

Status: This matter is going forward. The Debtors also received informal comments from a taxing authority and an insurance provider. The Debtors are working to resolve the objections. The Debtors will submit a revised proposed order.

- 4. *Katherine Pocrass, et. al v. Gymboree Group, Inc., et. al* (In re Gymboree Group, Inc.), Case No. 19-03010 (KLP), (Bankr. E.D. Va. 2019). [Docket No. 147]

Related Pleadings:

- A. Adversary Class Action Complaint [Docket No. 1 of 19-03010 (KLP)]
- B. Debtors' Motion to Stay Adversary Proceeding [Docket No. 6 of 19-03010 (KLP)]
- B. Notice of Motion to Stay Adversary Proceeding and Notice of Hearing [Docket No. 7 of 19-03010 (KLP)]
- C. Amended Notice of Hearing [Docket No. 9 of 19-03010 (KLP)]
First Amended Adversary Class Action Complaint [Docket No. 14 of 19-03010 (KLP)]
- D. Plaintiff's Response in Opposition to Debtor's Motion to Stay Adversary Proceeding [Docket No. 18 of 19-03010 (KLP)]

Status: This matter is going forward.

- 5. *"Milbank Retention." Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Milbank, Tweed, Hadley & McCloy LLP as Attorneys for Debtors Nunc Pro Tunc to Petition Date* [Docket No. 163]

Responses Received:

- A. *Objection to Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Milbank, Tweed, Hadley & McCloy LLP as Attorneys for Debtors Nunc Pro Tunc to Petition Date* [Docket No. 264]

Related Documents:

- A. "First Supplemental Fleck Declaration." *First Supplemental Declaration of Evan R. Fleck in Support of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Milbank, Tweed, Hadley & McCloy LLP as Attorneys for Debtors Nunc Pro Tunc to Petition Date* [Docket No. 272]
- B. *[Debtors' Reply to Objection to Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Milbank, Tweed, Hadley & McCloy LLP as Attorneys for Debtors Nunc Pro Tunc to Petition Date* [Docket No. •]]

Status: This matter is going forward. The Debtors also received informal comments from the United States Trustee for the Eastern District of Virginia. The Debtors will submit a revised proposed order to the Court.

6. "KEIP/KERP Motion." *Debtors' Motion for Entry of an Order (I) Approving Their (A) Key Employee Retention Plans and (B) Key Employee Incentive Plan, and (II) Granting Certain Related Relief* [Docket No. 195]

Responses Received:

- A. *Objection To (I) Debtors' Motion For Entry Of An Order (I) Approving Their (A) Key Employee Retention Plans And (B) Key Employee Incentive Plan, And (II) Granting Certain Related Relief And (2) Motion For Expedited Hearing On Debtor's Motion For Entry Of An Order Approving The Motion* [Docket No. 263]

Related Documents:

- A. "Expedited Hearing for KEIP/KERP Motion." *Motion for Expedited Hearing on Debtors' Motion for Entry of an Order (I) Approving Their (A) Key Employee Retention Plans and (B) Key Employee Incentive Plan, and (II) Granting Certain Related Relief* [Docket No. 196]

Status: This matter is going forward. The Debtors are working to resolve the objections.

7. “Pan Pacific Motion.” Notice of and Motion for (1) Adequate Assurance of Payment, (2) Confirmation that all Post-Petition Goods Delivered to Debtor(s) Shall be Treated as Allowed Administrative Claim, and (3) Related Relief; and Notice of Hearing Thereon [Docket No. 172]

Related Documents:

- A. Debtors’ Objection to Pan Pacific’s Motion for (1) Adequate Assurance of Payment, (2) Confirmation that All Postpetition Goods Delivered to Debtor(s) Shall be Treated as Allowed Administrative Claim, and (3) Related Relief [Docket No. 259]
- B. Reply in Joinder to Motion for (1) Adequate Assurance of Payment, (2) Confirmation that all Post-Petition Goods Delivered to Debtor(s) Shall be Treated as Allowed Administrative Claim, and (3) Related Relief [Docket No. 266]

Status: This matter is going forward. The Debtors are working to resolve the objections.

III. RETENTION AND COMPENSATION MATTERS

1. “Kutak Rock Retention.” Debtors’ Application for Entry of an Order Authorizing the Debtors to Employ and Retain Kutak Rock LLP as Co-Counsel Effective Nunc Pro Tunc to the Petition Date [Docket No. 162]

Responses Received: None

Related Documents:

- A. Supplemental Declaration of Michael A. Condyles in Support of the Debtors’ Application for Entry of an Order Authorizing the Debtors to Employ and Retain Kutak Rock LLP as Co-Counsel Effective Nunc Pro Tunc to the Petition Date [Docket No. 207]

Status: This matter is going forward on an uncontested basis. The Debtors received informal comments from the United States Trustee for the Eastern District of Virginia. The Debtors will submit a revised proposed order to the Court.

2. [“BRG Retention.” Debtors’ Motion to Retain Berkeley Research Group, LLC to Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel Nunc Pro Tunc to the Petition Date [Docket No. 175]]

Responses Received: None

Related Documents: None

[Status: This matter is going forward on an uncontested basis.]

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Dated: February 13, 2019
Richmond, Virginia

/s/ Brian H. Richardson

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